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Exhibit A
[PROPOSED] ORDER

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9 *Proposed Attorneys for Debtors*
and Debtors in Possession

10
11 **UNITED STATES BANKRUPTCY COURT**
NORTHERN DISTRICT OF CALIFORNIA
12 **SAN FRANCISCO DIVISION**

13 In re

14 PG&E CORPORATION,

15 -and-

16 PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.

- 17 ☐ Affects PG&E Corporation
18 ☐ Affects Pacific Gas and Electric Company
19 ☒ Affects both Debtors

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. § 327(e) AND FED. R. BANKR. P.
2014(a) AND 2016 FOR AUTHORITY TO
RETAIN AND EMPLOY MUNGER,
TOLLES & OLSON LLP AS COUNSEL
FOR CERTAIN MATTERS THE
DEBTORS EFFECTIVE AS OF THE
PETITION DATE**

[No hearing requested]

23
24 Upon the Application, dated February 13, 2019 (the “**Application**”), of PG&E Corporation
25 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
26 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the
27 “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the
28 “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure

1 (the “**Bankruptcy Rules**”), for authority to retain and employ Munger, Tolles & Olson LLP
2 (“**MTO**” or “**Firm**”) as counsel for certain matters for the Debtors effective as of the Petition
3 Date, under a general retainer, all as more fully set forth in the Application; and this Court having
4 jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§
5 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,
6 General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District
7 Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration
8 of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b);
9 and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and
10 proper notice of the Application having been provided to the parties listed therein, and it appearing
11 that no other or further notice need be provided; and this Court having reviewed the Application,
12 the Weissmann Declaration, the Loduca Declaration, and the Wells Declaration; and upon the
13 record of the Hearing (if any was held) and all of the proceedings had before the Court; and this
14 Court having found and determined that the relief sought in the Application is in the best interests
15 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal
16 and factual bases set forth in the Application establish just cause for the relief granted herein; and
17 after due deliberation and sufficient cause appearing therefor,

18 **IT IS HEREBY ORDERED THAT:**

- 19 1. This Application is granted as provided herein.
- 20 2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and
21 Bankruptcy Rules 2014(a) and 2016, to retain and employ MTO as counsel under the
22 terms and conditions set forth in the Application and the Weissmann Declaration
23 effective *nunc pro tunc* to the Petition Date.
- 24 3. The Weissmann Declaration sets for the services being provided by, and to be provided
25 by, MTO to the Debtors with respect to the following matters (the “**Specific**
26 **Matters**”):
 - 27 a. Advising and representing the Debtors with respect to federal, state, and local
28 laws and regulations as they relate to (1) wildfires and the effects of wildfire

1 liabilities on the Debtors' businesses; (2) the relative jurisdiction of the
2 California Public Utilities Commission ("**CPUC**"), the Federal Energy
3 Regulatory Commission ("**FERC**"), and federal courts, including the
4 Bankruptcy Court; and (3) motions and other negotiations and proceedings in
5 the Chapter 11 Cases, and other legal proceedings, that may affect the interests
6 of the CPUC and/or parties in CPUC proceedings involving the Debtors,
7 including matters that may affect or relate to the Debtors' management,
8 governance, structure, and rates;

- 9 b. Advising and representing the Debtors in CPUC Proceedings, including but not
10 limited to: (a) R.19-01-006, Order Instituting Rulemaking to Implement Public
11 Utilities Code Section 451.2 Regarding Criteria and Methodology for Wildfire
12 Cost Recovery Pursuant to Senate Bill 901 ("**CPUC Proceeding R.19-01-**
13 **006**"); (b) I.15-08-019, Order Instituting Investigation on the Commission's
14 Own Motion to Determine Whether Pacific Gas and Electric Company and
15 PG&E Corporation's Organizational Culture and Governance Prioritize Safety
16 ("**CPUC Proceeding I.15-08-019**"); (c) A.19-02-016, Application of Pacific
17 Gas and Electric Company for a Waiver of the Capital Structure Condition
18 ("**CPUC Proceeding A.19-02-016**"); (d) A.18-11-001, Application of Pacific
19 Gas and Electric Company to issue, sell, and deliver one or more series of Debt
20 Securities and to guarantee the obligations of others in respect of the issuance
21 of Debt Securities; to execute and deliver one or more indentures; to sell, lease,
22 assign, mortgage, or otherwise dispose of or encumber utility property; to issue,
23 sell and deliver in one or more series, cumulative Preferred Stock -- \$25 Par
24 Value, Preferred Stock -- \$100 Par Value, Preference Stock or any combination
25 thereof; to utilize various debt enhancement features; and enter into interest rate
26 hedges ("**CPUC Proceeding A.18-11-001**"); (e) A.18-10-003, Application of
27 Pacific Gas and Electric Company to increase its authority to finance short-term
28 borrowing needs and procurement-related collateral costs by \$2.0 billion to an

1 aggregate amount not to exceed \$6.0 billion (“**CPUC Proceeding A.18-10-**
2 **003**”); and (f) any other related or similar CPUC proceeding or other CPUC
3 proceeding arising from the matters for which MTO is representing the
4 Debtors;

- 5 c. Advising and representing the Utility regarding its rights and obligations under
6 various power purchase agreements, including in connection with *NextEra*
7 *Energy, Inc., et al. v. Pacific Gas and Electric Company*, FERC Docket No. 19-
8 35-000, and *PG&E Corp. et al. v. Federal Energy Regulatory Commission*,
9 Adv. Proc. No. 19-03003 (N.D. Cal.); advising and representing the Utility on
10 any appeal from these matters and, potentially, as an amicus curiae in other
11 proceedings involving similar legal issues;
- 12 d. Advising the Debtors regarding compliance with laws and regulations
13 governing public utilities, including Division 1, Part 1 of the California Public
14 Utilities Code and the CPUC’s affiliate transaction rules (including Decision
15 06-12-029 and related decisions);
- 16 e. Advising and representing the Debtors as necessary and appropriate with
17 respect to potential actions by state government actors, including the legislature
18 and the CPUC, that may affect or relate to the Debtors’ reorganization, plan,
19 and operations, including with respect to liability standards, insurance and
20 related cost-spreading regimes, recovery of costs in rates and the Debtors’
21 management, governance and structure;
- 22 f. Advising and representing the Debtors with respect to issues arising under
23 California law that may affect or relate to the Debtors’ reorganization, plan and
24 operations; California corporate law including but limited to fiduciary duties
25 and opinions regarding due authority; California law governing corporate
26 forms; the California Public Records Act;

- 1 g. Advising and representing the Debtors with regard to potential criminal, civil,
2 and administrative liability in connection with the 2017 and 2018 Northern
3 California wildfires, including:
- 4 i. Advising and representing the Debtors in civil or administrative
5 proceedings relating to the 2017 and 2018 Northern California wildfires;
6 ii. Advising and representing the Debtors concerning the Butte County
7 Settlement;
8 iii. Coordinating with Debtors' counsel in civil actions and administrative
9 proceedings arising from wildfires to provide advice regarding potential
10 impact on and coordination with the Debtors' response to and positions
11 in the criminal investigations and any resulting prosecutions;
12 iv. Advising and representing the Debtors and coordinating with other
13 counsel in connection with any possible or proposed resolutions or
14 settlements of criminal, civil, or administrative liability arising from
15 California wildfires; and
- 16 h. Providing all other necessary legal services for the Debtors, as related to the
17 above matters, in connection with the above captioned Chapter 11 Cases,
18 including fact investigation, legal researching, briefing, argument, discovery,
19 reorganization, plan and disclosure statement matters, appearance and
20 participation in hearings, and communications and meetings with parties in
21 interest.
- 22 4. MTO shall be compensated in accordance with, and will file, interim and final fee
23 applications for allowance of its compensation and expenses and shall be subject to
24 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy
25 Local Rules, the Fee Guidelines, and any further order of the Court;
- 26 5. MTO shall be reimbursed for reasonable and necessary expenses as provided by the
27 Fee Guidelines;
- 28

- 1 6. MTO is authorized without further order of the Court to apply amounts from the
2 Retainer to compensate and reimburse MTO and the Economic Consultants for fees or
3 expenses incurred prior to the Petition Date consistent with their ordinary course
4 billing practices. Notwithstanding anything to the contrary in the Engagement Letter,
5 the Debtors are not obligated to replenish the Retainer. MTO shall hold the balance of
6 the Retainer until the conclusion of the MTO engagement and the payment of the fees,
7 costs, and expenses of MTO as approved in the MTO final fee application, after which
8 MTO shall return any remaining balance of the Retainer to the Debtors.
- 9 7. MTO shall use its best efforts to avoid any duplication of services provided by any of
10 the Debtors' other retained professionals in these Chapter 11 Cases;
- 11 8. Notice of the Application as provided therein shall be deemed good and sufficient
12 notice of the Application;
- 13 9. MTO shall provide reasonable notice to the Debtors and the U.S. Trustee of any
14 increase of MTO's hourly rates as set forth in the Weissmann Declaration;
- 15 10. To the extent the Application is inconsistent with this Order, the terms of the Order
16 shall govern;
- 17 11. This Court shall retain jurisdiction to hear and determine all matters arising from or
18 related to the implementation, interpretation, or enforcement of this Order.

19 **END OF ORDER**
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